

Hearing Date: April 21, 2010 at 10:00 a.m. (Prevailing Eastern Time)
Objection Deadline: April 16, 2010 at 4:00 p.m. (Prevailing Eastern Time)

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Attorneys for Debtors and
Debtors in Possession

Co-Attorneys for Certain Subsidiary Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH	:	09-11977 (ALG)
PROPERTIES, INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
-----X		

**NOTICE OF DEBTORS' TENTH OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO AMENDED AND SUPERSEDED CLAIMS AND TO CLAIMS FOR WHICH
NO BASIS EXISTS IN DEBTORS' BOOKS AND RECORDS**

PLEASE TAKE NOTICE THAT a hearing (the "**Hearing**") to consider the Debtors' Tenth Omnibus Objection (Non-Substantive) to Amended and Superseded Claims and Claims for Which No Basis Exists in Debtors' Books and Records, dated March 17, 2010 (the "**Tenth Omnibus Objection**") filed by General Growth Properties, Inc., and its debtor affiliates, as debtors and debtors in possession (collectively, "**General Growth**" or the "**Debtors**"),¹ shall be held before the Honorable Allan L. Gropper, United

¹ A list of the Debtors, along with the last four digits of each Debtor's federal tax identification number, is filed with the Court at Docket No. 593 and is also available for free online at www.kccllc.net/GeneralGrowth.

States Bankruptcy Judge, in Room 617 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on **April 21, 2010, at 10:00 a.m. (Prevailing Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Objection (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, (c) must set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, (d) must be filed with the Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Court's case filing system, and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format, and (e) must be served upon: (i) the chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, Courtroom 617, New York, New York 10004; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10044 (Attn: Andrea B. Schwartz and Elisabetta G. Gasparini, Esqs.); (iii) General Growth Properties, Inc., 110 North Wacker Drive, Chicago, Illinois 60606 (Attn: Ronald L. Gern); (iv) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York 10153 (Attn: Gary T. Holtzer, Esq.), attorneys for the Debtors; (v) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (Attn: Anup Sathy, P.C.); (vi) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Michael S. Stamer Esq.), attorneys for the Official Committee of Unsecured

Creditors; (vii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: David M. Feldman, Esq.), attorneys for the Debtors' postpetition lenders; (viii) Saul Ewing LLP, 500 E. Pratt St., Suite 800, Baltimore, MD 21202 (Attn: Joyce A. Kuhns), and Saul Ewing LLP, 400 Madison Ave., Suite 12 B, New York, New York 10017 (Attn: John J. Jerome), attorneys for the Equity Security Holders Committee, and (ix) Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004-1482 (Attn: Richard Stern), attorneys for the Fee Committee, so as to be received no later than **April 16, 2010, at 4:00 p.m. (Prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that if a response to the Objection is not received by the objection deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that responding parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: March 17, 2010
New York, New York

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Debtors and Debtors in Possession

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
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GENERAL GROWTH	:	09-11977 (ALG)
PROPERTIES, INC., <u>et al.</u>,	:	
	:	(Jointly Administered)
Debtors.	:	
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**DEBTORS' TENTH OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO AMENDED AND SUPERSEDED CLAIMS AND TO CLAIMS FOR WHICH
NO BASIS EXISTS IN DEBTORS' BOOKS AND RECORDS**

<p>PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIMS</p>

General Growth Properties, Inc. ("**GGP**") and its debtor affiliates, as
debtors and debtors in possession (collectively, "**General Growth**" or the "**Debtors**"),¹
file this non-substantive omnibus objection (the "**Tenth Omnibus Objection**") to proofs

¹ A list of the Debtors, along with the last four digits of each Debtor's federal tax identification number, is filed with the Court at Docket No. 593 and is also available for free online at www.kccllc.net/GeneralGrowth.

of claim filed against the Debtors in these chapter 11 cases as listed on Exhibits “A” and “B” attached hereto. Pursuant to this Tenth Omnibus Objection, the Debtors request that the Court enter an order disallowing and expunging the proofs of claim objected to on Exhibits “A” and “B” attached hereto. This request is made pursuant to section 502 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). In support of the Eighth Omnibus Objection, the Debtors respectfully represent as follows:

General Background

1. Commencing on April 16, 2009 (the “**Commencement Date**”) and continuing thereafter, the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

3. On April 24, 2009, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Committee**”).

4. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to these chapter 11 cases is contained in the Declaration of Adam S. Metz [Docket No. 12] and the Declaration of James A.

Mesterharm Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Motions [Docket No. 13].

Schedules and Proofs of Claim

5. Commencing on August 26, 2009, and continuing thereafter, the Debtors filed their Schedules. The Debtors subsequently amended their Schedules on September 23, 2009.

6. On September 25, 2009, this Court entered the *Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 2951] (the “**Bar Date Order**”). The Bar Date Order established November 12, 2009 as the last date for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units (as such terms is defined in section 101(27) of the Bankruptcy Code)) to file a proof of claim (“**Proof of Claim**”) based on prepetition claims against the Debtors (the “**Bar Date**”). Pursuant to the Bar Date Order, each creditor, subject to certain limited exceptions, holding a prepetition claim against one or more of the Debtors was required to file a proof of claim on or before the Bar Date.

7. In accordance with the Bar Date Order, on or about October 8, 2009, the Debtors’ claims agent mailed notice of the Bar Date (the “**Bar Date Notice**”) to approximately 80,000 creditors and potential claimants. Notice of the Bar Date was also published once in the national edition of *Wall Street Journal* and once in the *Chicago Tribune*. Approximately 80,000 proofs of claim (“**Claims**”) either were received by Debtors’ claims agent or filed with the Clerk of the Court on or before the Bar Date.

Relief Requested

Amended and Superseded Claims – Exhibit “A”

8. The Claims included on Exhibit “A” are those Claims that were amended and therefore superseded by a subsequent proof of claim filed by or on behalf of the same claimant (collectively, the “**Amended Claims**”). The Debtors should not be required to pay twice on the same obligation. Moreover, elimination of redundant claims will enable the Debtors to maintain a claims register that more accurately reflects the claims that have been asserted against the Debtors.

9. Therefore, the Debtors object to the allowance of each of the Amended Claims described on Exhibit “A” and request that such Amended Claims be disallowed in their entirety. Because this Tenth Omnibus Objection to the Amended Claims does not constitute an objection to the surviving claims, the Debtors reserve their right to object to such surviving claims on any grounds whatsoever.

Books and Records Claims – Exhibit “B”

10. The Claims included on Exhibit “B” are those Claims (i) for which the Debtors’ books and records reflect no liability, or (ii) that do not appear at all on the Debtors’ books and records, and for which the respective claimant failed to provide sufficient documentary support for the Debtors to determine whether the claim should be reflected on their books and records (collectively, the “**Books and Records Claims**”). The Debtors have reviewed each Books and Records Claim and all supporting documentation provided therewith, made reasonable efforts to research the claim on their books and records, and believe that such documentation does not provide evidence of a valid claim.

11. Therefore, the Debtors object to the allowance of each of the Books and Records Claims described in Exhibit “B” and request that such Books and Records Claims be disallowed in their entirety and expunged.

Conclusion

12. The Debtors object to the allowance of the Tenth Omnibus Claims as set forth herein for the reasons stated herein, and the Debtors hereby move this Court for an order disallowing each of the Tenth Omnibus Claims objected to on Exhibits “A” and “B” attached hereto.

13. This Tenth Omnibus Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the right of the Debtors or any other party in interest to object to any of the Tenth Omnibus Claims affected hereby on any other ground whatsoever, and the Debtors expressly reserve all further substantive and/or procedural objections they may have.

Notice

14. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this motion on: (i) the Office of the U.S. Trustee, Attn: Greg M. Zipes; (ii) Attorneys for the Committee, Akin Gump Strauss Hauer & Feld LLP, Attn: Michael S. Stamer and James Savin; (iii) Attorneys for the Committee of Equity Security Holders, Saul Ewing LLP, Attn: J. Kuhns and J. Jerome; and (iv) each holder of a claim objected to herein. In light of the nature of the relief requested, the Debtors submit that no other or further notice need be provided.

15. Pursuant to Bankruptcy Rule 3007, the Debtors have provided all claimants affected by the Tenth Omnibus Objection with at least thirty (30) days' notice of the hearing on the Tenth Omnibus Objection.

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: March 17, 2010
New York, New York

/s/ Adam P. Storchak
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EXHIBIT A

Exhibit A

Amended and Superseded Claims

Debtors' grounds for objection to amended and superseded claims are described in detail on page 4 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	29	General Growth Properties, Inc.	Creditor: 230 W Monroe PT LLC Don E Glickman Esq Glickman Flesch & Rosenwein 230 W Monroe St Ste 800 Chicago, IL 60606	\$0.00	\$0.00	\$0.00	\$20,835.00	\$20,835.00
Filed On:	4/28/2009							
Remaining Claim	1314	GGP Limited Partnership	230 W Monroe PT LLC Don E Glickman Esq Glickman Flesch & Rosenwein 230 W Monroe St Ste 800 Chicago, IL 60606	\$0.00	\$0.00	\$0.00	\$145,575.25	\$145,575.25
Filed On:	9/1/2009							
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Claim To Be Disallowed	118	General Growth Properties, Inc.	Creditor: A Quality HVAC Services 1300 S Litchfield Rd No A480 Goodyear, AZ 85338	\$0.00	\$0.00	\$0.00	\$7,676.73	\$7,676.73
Filed On:	5/11/2009							
Remaining Claim	2274	General Growth Properties, Inc.	A Quality HVAC Services 1300 S Litchfield Rd No A480 Goodyear, AZ 85338	\$0.00	\$0.00	\$0.00	\$15,070.44	\$15,070.44
Filed On:	10/26/2009							
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Claims To Be Disallowed Totals			2	\$0.00	\$0.00	\$0.00	\$28,511.73	\$28,511.73

EXHIBIT B

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	5504	Town East Mall, LLC	Creditor: North Texas Contracting Inc c o Michael Joyce Cross & Simon 913 N Market St 11th Fl Wilmington, DE 19801	\$309,400.00	\$0.00	\$0.00	\$0.00	\$309,400.00
	Filed On:	11/11/2009						
Claim To Be Disallowed	3004	Victoria Ward, Limited	Creditor: Norton Scott LLC Michael W Scott Managing Member PO Box 865 Great Falls, VA 22066	\$0.00	\$0.00	\$0.00	\$8,000.00	\$8,000.00
	Filed On:	11/6/2009						
Claim To Be Disallowed	8335	General Growth Properties, Inc.	Creditor: Officeteam Div of Robert Half International Attn Mary Gonzalez 5720 Stoneridge Dr Ste 3 Pleasanton, CA 94588	\$0.00	\$0.00	\$0.00	\$178.48	\$178.48
	Filed On:	11/9/2009						
Claim To Be Disallowed	2441	GGP Limited Partnership	Creditor: Ohio Department of Taxation 30 E Broad St Columbus, OH 43215	\$0.00	\$0.00	\$0.00	\$9,633.00	\$9,633.00
	Filed On:	10/29/2009						

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Books and Records Claims

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	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	440	GGP Limited Partnership	Creditor: Oklahoma Tax Commission Bankruptcy Section General Counsels Office 120 N Robinson Ste 2000 Oklahoma City, OK 73102-7471	\$0.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00
	Filed On:	5/7/2009						
Claim To Be Disallowed	365	Town East Mall, LLC	Creditor: Parkway Construction & Associates LP J Robert Forshey Forshey & Prostok LLP 777 Main St Ste 1290 Ft Worth, TX 76102	\$656,628.06	\$0.00	\$0.00	\$0.00	\$656,628.06
	Filed On:	6/4/2009						
Claim To Be Disallowed	1891	Country Hills Plaza, LLC	Creditor: PEERLESSS BEAUTY SUPPLY 2475 SOUTH 2300 WEST SALT LAKE CITY, UT 84119	\$0.00	\$0.00	\$0.00	\$1,825.00	\$1,825.00
	Filed On:	10/20/2009						
Claim To Be Disallowed	2810	GGP-Tucson Land L.L.C.	Creditor: PHOENIX COMMERCIAL ADVISORS 3020 E CAMELBACK RD STE 215 PHOENIX, AZ 85016	\$0.00	\$0.00	\$0.00	\$48,000.00	\$48,000.00
	Filed On:	11/3/2009						

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1255	General Growth Properties, Inc.	Creditor: Pitney Bowes Credit Corporation Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$1,679.67	\$1,679.67
Filed On:	8/10/2009							
Claim To Be Disallowed	952	General Growth Properties, Inc.	Creditor: Pitney Bowes Credit Corporation Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$1,071.76	\$1,071.76
Filed On:	7/21/2009							
Claim To Be Disallowed	9276	General Growth Properties, Inc.	Creditor: Pitney Bowes Global Financial Services Pitney Bowes Inc Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$2,530.86	\$2,530.86
Filed On:	12/7/2009							
Claim To Be Disallowed	9275	General Growth Properties, Inc.	Creditor: Pitney Bowes Global Financial Services Pitney Bowes Inc 27 Waterview Dr Shelton, CT 06484	\$0.00	\$0.00	\$171.16	\$0.00	\$171.16
Filed On:	11/30/2009							

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Books and Records Claims

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	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8875	General Growth Properties, Inc.	Creditor: PLAYBILL INC 16505 NW 13TH AVE MIAMI, FL 33169	\$0.00	\$0.00	\$0.00	\$3,954.20	\$3,954.20
Filed On:	11/12/2009							
Claim To Be Disallowed	1316	Pioneer Place Limited Partnership	Creditor: Portland Development Commission Eric Iverson Gen Counsel 222 NW 5th Ave Portland, OR 97209	\$0.00	\$0.00	\$0.00	\$425,000.00	\$425,000.00
Filed On:	8/31/2009							
Claim To Be Disallowed	3048	GGP-Tucson Mall L.L.C.	Creditor: POSTEL WEST* ELAINE N BLUNCK LANG & BAKER PLC 8767 VIA DE COMMERCIO STE 102 SCOTTSDALE, AZ 85258	\$228,222.10	\$0.00	\$0.00	\$0.00	\$228,222.10
Filed On:	11/2/2009							
Claim To Be Disallowed	9087	General Growth Properties, Inc.	Creditor: POTPOURRI PIE & WOODEN ROSES URVASHI SAMPAT 4 PRINCETON HIGHLAND BLVD PRINCETON, NJ 08540-8588	\$0.00	\$0.00	\$0.00	\$350.14	\$350.14
Filed On:	11/13/2009							

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Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1836	GGP Limited Partnership	Creditor: PRIORITY MAILING SYSTEMS INC 1843 WESTERN WAY TORRANCE, CA 90501	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Filed On:	10/16/2009							
Claim To Be Disallowed	6958	General Growth Properties, Inc.	Creditor: PUBLIC CO ACCOUNTING OVERSIGHT BOARD PO BOX 631116 BALTIMORE, MD 21263-1116	\$0.00	\$0.00	\$0.00	\$58,600.00	\$58,600.00
Filed On:	11/12/2009							
Claim To Be Disallowed	9347	General Growth Properties, Inc.	Creditor: PUCKETT PLUMBING & REPAIRS 314 LONG BRIDGE RD SPRINGFIELD, GA 31329-5117	\$0.00	\$0.00	\$0.00	\$25,200.00	\$25,200.00
Filed On:	12/7/2009							
Claim To Be Disallowed	8986	Boulevard Mall, Inc.	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							

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Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8987	Boulevard Mall I LLC	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	9085	Boulevard Mall II LLC	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	9086	Boulevard Associates	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	1059	The Rouse Company Operating Partnership LP	Creditor: Qwest Corporation Attn Jane Frey 1801 California St Rm 900 Denver, CO 80202-2658	\$0.00	\$0.00	\$0.00	\$110.25	\$110.25
Filed On:	7/31/2009							

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Books and Records Claims

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	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2080	General Growth Properties, Inc.	Creditor: R J B SYSTEMS TECHNOLOGY 6000 S EASTERN STE 14A LAS VEGAS, NV 89119	\$0.00	\$0.00	\$0.00	\$44,904.32	\$44,904.32
Filed On:	10/20/2009							
Claim To Be Disallowed	2166	General Growth Properties, Inc.	Creditor: Ramsey Bridgforth Harrelson and Starling LLP Ms Rosalind M Mouser 501 Main St PO Box 8509 Pine Bluff, AR 71611-8509	\$0.00	\$0.00	\$0.00	\$4,035.40	\$4,035.40
Filed On:	10/26/2009							
Claim To Be Disallowed	1491	General Growth Properties, Inc.	Creditor: Redmond Schwartz Mark Design Richard S Price II Attorney At Law 1235 N Harbor Blvd Ste 200 Fullerton, CA 92835	\$0.00	\$0.00	\$0.00	\$29,050.00	\$29,050.00
Filed On:	9/22/2009							
Claim To Be Disallowed	7904	General Growth Properties, Inc.	Creditor: REINHART GROUNDS MAINTENANCE INC 10051 MCCUE DR BLOOMINGTON, IL 61705	\$0.00	\$0.00	\$0.00	\$334.69	\$334.69
Filed On:	11/12/2009							

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Books and Records Claims

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	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2969	General Growth Properties, Inc.	Creditor: RETAIL AIR SYSTEMS 9006 E BRAINERD RD CHATTANOOGA, TN 37421	\$0.00	\$0.00	\$0.00	\$171,355.00	\$171,355.00
Filed On:	11/5/2009							
Claim To Be Disallowed	304	Sooner Fashion Mall L.L.C.	Creditor: Retail Renovations Inc 7530 State Rd Wadsworth, OH 44281	\$0.00	\$0.00	\$1,648.44	\$0.00	\$1,648.44
Filed On:	6/1/2009							
Claim To Be Disallowed	6672	Birchwood Mall, LLC	Creditor: RETAIL STORE CONSTRUCTION INC 6939 MARINER DR RACINE, WI 53406	\$40,000.00	\$0.00	\$0.00	\$0.00	\$40,000.00
Filed On:	11/12/2009							
Claim To Be Disallowed	6676	Lansing Mall Limited Partnership	Creditor: RETAIL STORE CONSTRUCTION INC 6939 MARINER DR RACINE, WI 53406	\$82,860.90	\$0.00	\$0.00	\$0.00	\$82,860.90
Filed On:	11/12/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	150	General Growth Properties, Inc.	Creditor: RI Division of Taxation One Capitol Hill Providence, RI 02908	\$0.00	\$0.00	\$750.00	\$0.00	\$750.00
Filed On:	4/30/2009							
Claim To Be Disallowed	2722	Augusta Mall, LLC	Creditor: Richmond County Tax Commissioner Officer 530 Greene St Rm 117 Augusta, GA 30901	\$0.00	\$0.00	\$546,472.92	\$0.00	\$546,472.92
Filed On:	10/22/2009							
Claim To Be Disallowed	906	General Growth Properties, Inc.	Creditor: RJB ELECTRIC 9042 MEADOW HEIGHTS RD RANDALLSTOWN, MD 21133	\$0.00	\$0.00	\$0.00	\$21,979.00	\$21,979.00
Filed On:	6/30/2009							
Claim To Be Disallowed	325	Coronado Center L.L.C.	Creditor: Rocky Mountain Roofing Company 2114 Claremont NE Albuquerque, NM 87107	\$0.00	\$0.00	\$0.00	\$2,089.00	\$2,089.00
Filed On:	5/27/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2434	Bakersfield Mall LLC	Creditor: ROGER MCINTOSH & ASSOCIATES C/O DAVID POTTER 4800 EASTON DR STE 114 BAKERSFIELD, CA 93309-9424	\$30,485.98	\$0.00	\$0.00	\$0.00	\$30,485.98
	Filed On:	10/29/2009						
Claim To Be Disallowed	2701	General Growth Properties, Inc.	Creditor: ROSENSHEIN ASSOCIATES 555 SOUTH BARRY AVE MAMARONECK, NY 10543	\$0.00	\$0.00	\$0.00	\$16,867.13	\$16,867.13
	Filed On:	11/3/2009						
Claim To Be Disallowed	2495	Vista Commons, LLC	Creditor: RUSSELL SIGLER INC DBA SIGLER C/O SHAWN L MORRIS WOODBURY MORRIS & BROWN 701 N GREEN VALLEY PKWY STE 110 HENDERSON, NV 89074	\$0.00	\$0.00	\$0.00	\$26,781.27	\$26,781.27
	Filed On:	10/30/2009						
Claim To Be Disallowed	7705	General Growth Properties, Inc.	Creditor: SAN FRANCISCO SOUND WAVE 30 STANLEY RD BURLINGAME, CA 94010	\$0.00	\$0.00	\$0.00	\$250.00	\$250.00
	Filed On:	11/12/2009						

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2101	General Growth Properties, Inc.	Creditor: SERVICE LIGHTING 11621 95TH AVE N MAPLE GROVE, MN 55369	\$0.00	\$0.00	\$0.00	\$440.17	\$440.17
Filed On:	10/23/2009							
Claim To Be Disallowed	1067	General Growth Properties, Inc.	Creditor: Sewerage and Water Board of NO Credit and Collections Dept 625 St Joseph St Rm 136 New Orleans, LA 70165-6500	\$0.00	\$0.00	\$0.00	\$6,460.56	\$6,460.56
Filed On:	7/27/2009							
Claim To Be Disallowed	1216	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$0.00	\$0.00	\$0.00	\$719.98	\$719.98
Filed On:	8/4/2009							
Claim To Be Disallowed	1230	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$249,870.34	\$0.00	\$0.00	\$0.00	\$249,870.34
Filed On:	8/4/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1232	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$719.98	\$0.00	\$0.00	\$0.00	\$719.98
Filed On:	8/4/2009							
Claim To Be Disallowed	347	Southland Mall, L.P.	Creditor: Shelby County Trustee Bankruptcy Collections Dept PO Box 2751 Memphis, TN 38101-2751	\$1,477.43	\$0.00	\$0.00	\$0.00	\$1,477.43
Filed On:	6/1/2009							
Claim To Be Disallowed	778	General Growth Properties, Inc.	Creditor: Shrader and Martinez Construction Inc 160 Dry Creek Rd Sedona, AZ 86336	\$0.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Filed On:	7/13/2009							
Claim To Be Disallowed	1641	GGP Limited Partnership	Creditor: Sierra Liquidity Fund LLC Assignee & Att In Fact for Olympic Maintenance Inc Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$1,060.00	\$1,060.00
Filed On:	10/9/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2468	Piedmont Mall, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney In Fact for Dunford Roofing Inc Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$1,520.00	\$1,520.00
Filed On:	10/29/2009							
Claim To Be Disallowed	1406	Mall of the Bluffs, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney in Fact for Iowa Electric Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$130.27	\$130.27
Filed On:	9/18/2009							
Claim To Be Disallowed	1407	Mall of the Bluffs, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney in Fact for Iowa Electric Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$53.48	\$0.00	\$0.00	\$53.48
Filed On:	9/18/2009							
Claim To Be Disallowed	2005	General Growth Properties, Inc.	Creditor: SNIDERS CYCLERY 2700 UNION AVE BAKERSFIELD, CA 93305	\$0.00	\$0.00	\$0.00	\$215.86	\$215.86
Filed On:	10/21/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	726	General Growth Properties, Inc.	Creditor: Snohomish County Treasurer* Attn Bankruptcy Officer 3000 Rockefeller Ave M/S 501 Everett, WA 98201-4060	\$538,799.78	\$0.00	\$0.00	\$0.00	\$538,799.78
Filed On:	5/26/2009							
Claim To Be Disallowed	1061	General Growth Properties, Inc.	Creditor: SOUTHERN ARIZONA ATTRACTIONS ALLIANCE PO BOX 57130 TUCSON, AZ 85732-7130	\$0.00	\$0.00	\$0.00	\$1,600.00	\$1,600.00
Filed On:	7/31/2009							
Claim To Be Disallowed	184	General Growth Properties, Inc.	Creditor: SOUTHWIND ELECTRIC INC 3001 EASTERN BLVD MIDDLE RIVER, MD 21220	\$0.00	\$0.00	\$0.00	\$160.00	\$160.00
Filed On:	5/11/2009							
Claim To Be Disallowed	2344	General Growth Properties, Inc.	Creditor: SPECTRUM WIRELESS LLC 3475 W LAKE MEAD BLVD STE 105 LAS VEGAS, NV 89032	\$0.00	\$0.00	\$428,476.46	\$0.00	\$428,476.46
Filed On:	10/28/2009							

*A portion of this claim is Unliquidated.

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1047	GGP Limited Partnership	Creditor: State of Alabama Department of Revenue Legal Division PO Box 320001 Montgomery, AL 36132-0001	\$0.00	\$0.00	\$33,303.29	\$0.00	\$33,303.29
	Filed On:	7/20/2009						
Claim To Be Disallowed	1956	GGP Limited Partnership	Creditor: State of Iowa Attn Bankruptcy Unit Iowa Department of Revenue PO Box 10471 Des Moines, IA 50306	\$0.00	\$0.00	\$4,790.53	\$0.00	\$4,790.53
	Filed On:	10/22/2009						
Claim To Be Disallowed	2647	General Growth Properties, Inc.	Creditor: State of Louisiana Louisiana Department of Revenue 617 N Third St PO Box 66658 Baton Rouge, LA 70896	\$0.00	\$1,812.97	\$0.00	\$0.00	\$1,812.97
	Filed On:	10/30/2009						
Claim To Be Disallowed	2273	Westwood Mall, LLC	Creditor: State of Michigan Department of Treasury Michael A Cox Cadillac Pl Ste 10 200 3030 W Grand Blvd Detroit, MI 48202	\$0.00	\$665.09	\$0.00	\$0.00	\$665.09
	Filed On:	10/26/2009						

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	9451	General Growth Properties, Inc.	Creditor: State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	\$0.00	\$0.00	\$259,476.46	\$0.00	\$259,476.46
	Filed On:	1/28/2010						
Claim To Be Disallowed	242	Park Mall L.L.C.	Creditor: STRONGPOINT LLC 48 N TUCSON BLVD STE 106 TUCSON, AZ 85716	\$0.00	\$0.00	\$0.00	\$3,064.27	\$3,064.27
	Filed On:	5/15/2009						
Claim To Be Disallowed	241	GGP-Tucson Mall L.L.C.	Creditor: STRONGPOINT LLC 48 N TUCSON BLVD STE 106 TUCSON, AZ 85716	\$0.00	\$0.00	\$0.00	\$6,737.13	\$6,737.13
	Filed On:	5/15/2009						
Claim To Be Disallowed	3565	Columbia Mall L.L.C.	Creditor: SweepRite Services Inc Curtis C Coon Coon & Cole LLC 401 Washington Ave Ste 501 Towson, MD 21204	\$0.00	\$0.00	\$0.00	\$14,200.00	\$14,200.00
	Filed On:	11/9/2009						

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8873	General Growth Properties, Inc.	Creditor: Sylvania Lighting Services Nancy Piergentili 100 Endicott St Danvers, MA 01923	\$0.00	\$0.00	\$0.00	\$1,447.96	\$1,447.96
Filed On:	11/6/2009							
Claim To Be Disallowed	254	General Growth Properties, Inc.	Creditor: T MOBILE USA INC PO BOX 53410 BELLEVUE, WA 98015	\$0.00	\$0.00	\$0.00	\$157.21	\$157.21
Filed On:	6/1/2009							
Claim To Be Disallowed	221	General Growth Properties, Inc.	Creditor: T MOBILE USA INC PO BOX 53410 BELLEVUE, WA 98015	\$0.00	\$0.00	\$0.00	\$369.21	\$369.21
Filed On:	5/7/2009							
Claim To Be Disallowed	623	General Growth Properties, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$13,048.47	\$0.00	\$13,048.47
Filed On:	6/4/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	621	Northgate Mall L.L.C.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$44,825.48	\$0.00	\$44,825.48
Filed On:	6/4/2009							
Claim To Be Disallowed	656	GGP Holding, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$322.08	\$0.00	\$322.08
Filed On:	6/4/2009							
Claim To Be Disallowed	655	Chattanooga Mall, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$322.08	\$0.00	\$322.08
Filed On:	6/4/2009							
Claim To Be Disallowed	2726	Columbia Mall L.L.C.	Creditor: THE JAM ROOM 201 S PROSPECT ST COLUMBIA, SC 29205	\$0.00	\$0.00	\$0.00	\$350.00	\$350.00
Filed On:	11/3/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	7626	General Growth Properties, Inc.	Creditor: THE MICHAEL GROUP INC 8888 KEYSTONE CROSSING STE 1300 INDIANAPOLIS, IN 46240-4600	\$0.00	\$0.00	\$0.00	\$115.96	\$115.96
Filed On:	11/12/2009							
Claim To Be Disallowed	9181	Bakersfield Mall, Inc.	Creditor: The Whiting Turner Contracting Company Jack S Kannry Esq Warsaw Burstein Cohen Schlesinger & Kuh LLP 555 Fifth Ave New York, NY 10017	\$1,015,792.00	\$0.00	\$0.00	\$0.00	\$1,015,792.00
Filed On:	11/23/2009							
Claim To Be Disallowed	3024	General Growth Properties, Inc.	Creditor: Utah County Treasurer Kent O Willis Deputy County Attorney 100 E Center Ste 2100 Provo, UT 84606	\$568,596.48	\$0.00	\$0.00	\$0.00	\$568,596.48
Filed On:	11/5/2009							
Claim To Be Disallowed	7216	White Marsh Mall Associates	Creditor: VANESSA JACKSON 5613 PIONEER DR BALTIMORE, MD 21214	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00
Filed On:	11/13/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	3371	General Growth Properties, Inc.	Creditor: VOLK ELECTRIC BRIAN GREY 969 OLD MINNESOTA AVE ST PETER , MN 56082	\$0.00	\$0.00	\$0.00	\$4,545.00	\$4,545.00
Filed On:	11/9/2009							
Claim To Be Disallowed	252	Bellis Fair Partners	Creditor: Washington State Department of Revenue Attn Gary Witzel 2101 4th Ave Ste 1400 Seattle, WA 98121-2300	\$0.00	\$0.00	\$297.56	\$0.00	\$297.56
Filed On:	6/2/2009							
Claim To Be Disallowed	587	General Growth Properties, Inc.	Creditor: Waste Industries c o RMS Bankruptcy Recovery Services PO Box 5126 Timonium, MD 21094	\$0.00	\$0.00	\$0.00	\$2,318.00	\$2,318.00
Filed On:	6/29/2009							
Claim To Be Disallowed	8821	La Place Shopping, L.P.	Creditor: WAYNE L JONES SHERIFF & TAX COLLECTOR ST JOHN THE BAPTIST PARISH PO BOX 1600 LA PLACE, LA 70069-1600	\$0.00	\$0.00	\$56,555.25	\$0.00	\$56,555.25
Filed On:	11/12/2009							

Exhibit B

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	3069	General Growth Properties, Inc.	Creditor: WELLS JAWORSKI LIEBMAN & PATON LLP 12 RTE 17 N PARAMUS, NJ 07653-1827	\$0.00	\$0.00	\$0.00	\$9,686.20	\$9,686.20
Filed On:	11/6/2009							
Claim To Be Disallowed	526	PDC Community Centers L.L.C.	Creditor: Western Construction Services Inc James N Miner 4612 NE Minnehaha St Vancouver, WA 98661	\$8,541.00	\$0.00	\$0.00	\$0.00	\$8,541.00
Filed On:	6/15/2009							
Claim To Be Disallowed	2236	GGP Limited Partnership	Creditor: Wisconsin Department of Revenue Special Procedures Unit PO Box 8901 Madison, WI 53708-8901	\$0.00	\$0.00	\$107,077.32	\$114.99	\$107,192.31
Filed On:	10/19/2009							
Claim To Be Disallowed	330	General Growth Properties, Inc.	Creditor: Wright Brothers The Building Company PO Box 637 Eagle, ID 83616	\$5,330.10	\$0.00	\$0.00	\$0.00	\$5,330.10
Filed On:	5/27/2009							

Exhibit B
Books and Records Claims

Debtors’ grounds for objection to claims for which there is no basis in Debtors’ books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	9343	Greengate Mall, Inc.	Creditor: Yellow Book Sales & Distribution Inc c o RMS Bankruptcy Recovery Services HB PO Box 5126 Timonium, MD 21094	\$0.00	\$0.00	\$0.00	\$1,232.00	\$1,232.00
	Filed On:	12/16/2009						
Claim To Be Disallowed	2205	General Growth Properties, Inc.	Creditor: ZONING SOLUTIONS LLC 8133 LEESBURG PIKE STE 310 VIENNA, VA 22182	\$0.00	\$0.00	\$0.00	\$1,717.43	\$1,717.43
	Filed On:	10/26/2009						
Claims To Be Disallowed Totals			86	\$3,736,724.15	\$102,531.54	\$1,507,537.50	\$968,700.01	\$6,315,493.20

*A portion of this claim is Unliquidated.

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH	:	09-11977 (ALG)
PROPERTIES, INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
-----X		

**[PROPOSED] ORDER GRANTING DEBTORS' TENTH OMNIBUS
OBJECTION (NON-SUBSTANTIVE) TO AMENDED AND SUPERSEDED
CLAIMS AND TO CLAIMS FOR WHICH NO BASIS EXISTS IN
DEBTORS' BOOKS AND RECORDS**

Upon consideration of the omnibus objection to proofs of claim, dated March 17, 2010 (the “**Tenth Omnibus Objection**”),¹ of General Growth Properties, Inc. (“**GGP**”) and its debtors affiliates in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 502 of the Bankruptcy Code and Rule 3007 of the Bankruptcy Rules, requesting that the Court: (i) disallow and expunge certain claims that were amended and therefore superseded by a subsequent proof of claim filed by or on behalf of the same claimant; and (ii) disallow and expunge certain claims for which no basis exists in Debtors’ books and records; and the Court having jurisdiction to consider the Tenth Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Tenth Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Tenth Omnibus Objection.

1408 and 1409; and the Court having reviewed the Tenth Omnibus Objection; the Court hereby finds and determines that, pursuant to Rule 3007 of the Federal Rules of Bankruptcy Procedure, due and proper notice has been provided to each holder of a claim listed on the attached exhibits and all other parties entitled to notice; and no other or further notice is necessary; and the relief requested in the Objection is in the best interests of the Debtors, their estates, and creditors; and the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and therefore it is

ORDERED that each claim that was amended and therefore superseded by a subsequent proof of claim listed in Exhibit "1" attached hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that each claim for which no basis exists in Debtors' books and records listed in Exhibit "2" attached hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that Debtors' claims agent is authorized and directed to modify the official claims registry in compliance with the terms herein; and it is further

ORDERED that this Court shall reserve jurisdiction to interpret and enforce this Order.

Dated: _____, 2010
New York, New York

THE HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Exhibit 1

Amended and Superseded Claims

Debtors' grounds for objection to amended and superseded claims are described in detail on page 4 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	29	General Growth Properties, Inc.	Creditor: 230 W Monroe PT LLC Don E Glickman Esq Glickman Flesch & Rosenwein 230 W Monroe St Ste 800 Chicago, IL 60606	\$0.00	\$0.00	\$0.00	\$20,835.00	\$20,835.00
Filed On:	4/28/2009							
Remaining Claim	1314	GGP Limited Partnership	230 W Monroe PT LLC Don E Glickman Esq Glickman Flesch & Rosenwein 230 W Monroe St Ste 800 Chicago, IL 60606	\$0.00	\$0.00	\$0.00	\$145,575.25	\$145,575.25
Filed On:	9/1/2009							
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Claim To Be Disallowed	118	General Growth Properties, Inc.	Creditor: A Quality HVAC Services 1300 S Litchfield Rd No A480 Goodyear, AZ 85338	\$0.00	\$0.00	\$0.00	\$7,676.73	\$7,676.73
Filed On:	5/11/2009							
Remaining Claim	2274	General Growth Properties, Inc.	A Quality HVAC Services 1300 S Litchfield Rd No A480 Goodyear, AZ 85338	\$0.00	\$0.00	\$0.00	\$15,070.44	\$15,070.44
Filed On:	10/26/2009							
<hr/>								
Claims To Be Disallowed Totals			2	\$0.00	\$0.00	\$0.00	\$28,511.73	\$28,511.73

EXHIBIT 2

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	5504	Town East Mall, LLC	Creditor: North Texas Contracting Inc c o Michael Joyce Cross & Simon 913 N Market St 11th Fl Wilmington, DE 19801	\$309,400.00	\$0.00	\$0.00	\$0.00	\$309,400.00
Filed On:	11/11/2009							
Claim To Be Disallowed	3004	Victoria Ward, Limited	Creditor: Norton Scott LLC Michael W Scott Managing Member PO Box 865 Great Falls, VA 22066	\$0.00	\$0.00	\$0.00	\$8,000.00	\$8,000.00
Filed On:	11/6/2009							
Claim To Be Disallowed	8335	General Growth Properties, Inc.	Creditor: Officeteam Div of Robert Half International Attn Mary Gonzalez 5720 Stoneridge Dr Ste 3 Pleasanton, CA 94588	\$0.00	\$0.00	\$0.00	\$178.48	\$178.48
Filed On:	11/9/2009							
Claim To Be Disallowed	2441	GGP Limited Partnership	Creditor: Ohio Department of Taxation 30 E Broad St Columbus, OH 43215	\$0.00	\$0.00	\$0.00	\$9,633.00	\$9,633.00
Filed On:	10/29/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	440	GGP Limited Partnership	Creditor: Oklahoma Tax Commission Bankruptcy Section General Counsels Office 120 N Robinson Ste 2000 Oklahoma City, OK 73102-7471	\$0.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00
	Filed On:	5/7/2009						
Claim To Be Disallowed	365	Town East Mall, LLC	Creditor: Parkway Construction & Associates LP J Robert Forshey Forshey & Prostok LLP 777 Main St Ste 1290 Ft Worth, TX 76102	\$656,628.06	\$0.00	\$0.00	\$0.00	\$656,628.06
	Filed On:	6/4/2009						
Claim To Be Disallowed	1891	Country Hills Plaza, LLC	Creditor: PEERLESSS BEAUTY SUPPLY 2475 SOUTH 2300 WEST SALT LAKE CITY, UT 84119	\$0.00	\$0.00	\$0.00	\$1,825.00	\$1,825.00
	Filed On:	10/20/2009						
Claim To Be Disallowed	2810	GGP-Tucson Land L.L.C.	Creditor: PHOENIX COMMERCIAL ADVISORS 3020 E CAMELBACK RD STE 215 PHOENIX, AZ 85016	\$0.00	\$0.00	\$0.00	\$48,000.00	\$48,000.00
	Filed On:	11/3/2009						

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1255	General Growth Properties, Inc.	Creditor: Pitney Bowes Credit Corporation Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$1,679.67	\$1,679.67
Filed On:	8/10/2009							
Claim To Be Disallowed	952	General Growth Properties, Inc.	Creditor: Pitney Bowes Credit Corporation Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$1,071.76	\$1,071.76
Filed On:	7/21/2009							
Claim To Be Disallowed	9276	General Growth Properties, Inc.	Creditor: Pitney Bowes Global Financial Services Pitney Bowes Inc Attn Recovery Dept 27 Waterview Dr Shelton, CT 06484-4361	\$0.00	\$0.00	\$0.00	\$2,530.86	\$2,530.86
Filed On:	12/7/2009							
Claim To Be Disallowed	9275	General Growth Properties, Inc.	Creditor: Pitney Bowes Global Financial Services Pitney Bowes Inc 27 Waterview Dr Shelton, CT 06484	\$0.00	\$0.00	\$171.16	\$0.00	\$171.16
Filed On:	11/30/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8875	General Growth Properties, Inc.	Creditor: PLAYBILL INC 16505 NW 13TH AVE MIAMI, FL 33169	\$0.00	\$0.00	\$0.00	\$3,954.20	\$3,954.20
Filed On:	11/12/2009							
Claim To Be Disallowed	1316	Pioneer Place Limited Partnership	Creditor: Portland Development Commission Eric Iverson Gen Counsel 222 NW 5th Ave Portland, OR 97209	\$0.00	\$0.00	\$0.00	\$425,000.00	\$425,000.00
Filed On:	8/31/2009							
Claim To Be Disallowed	3048	GGP-Tucson Mall L.L.C.	Creditor: POSTEL WEST* ELAINE N BLUNCK LANG & BAKER PLC 8767 VIA DE COMMERCIO STE 102 SCOTTSDALE, AZ 85258	\$228,222.10	\$0.00	\$0.00	\$0.00	\$228,222.10
Filed On:	11/2/2009							
Claim To Be Disallowed	9087	General Growth Properties, Inc.	Creditor: POTPOURRI PIE & WOODEN ROSES URVASHI SAMPAT 4 PRINCETON HIGHLAND BLVD PRINCETON, NJ 08540-8588	\$0.00	\$0.00	\$0.00	\$350.14	\$350.14
Filed On:	11/13/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1836	GGP Limited Partnership	Creditor: PRIORITY MAILING SYSTEMS INC 1843 WESTERN WAY TORRANCE, CA 90501	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Filed On:	10/16/2009							
Claim To Be Disallowed	6958	General Growth Properties, Inc.	Creditor: PUBLIC CO ACCOUNTING OVERSIGHT BOARD PO BOX 631116 BALTIMORE, MD 21263-1116	\$0.00	\$0.00	\$0.00	\$58,600.00	\$58,600.00
Filed On:	11/12/2009							
Claim To Be Disallowed	9347	General Growth Properties, Inc.	Creditor: PUCKETT PLUMBING & REPAIRS 314 LONG BRIDGE RD SPRINGFIELD, GA 31329-5117	\$0.00	\$0.00	\$0.00	\$25,200.00	\$25,200.00
Filed On:	12/7/2009							
Claim To Be Disallowed	8986	Boulevard Mall, Inc.	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8987	Boulevard Mall I LLC	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	9085	Boulevard Mall II LLC	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	9086	Boulevard Associates	Creditor: PUEBLO ELECTRICAL SERVICES INC 2655 WESTERN AVE LAS VEGAS, NV 89109-1111	\$0.00	\$0.00	\$0.00	\$389.66	\$389.66
Filed On:	11/13/2009							
Claim To Be Disallowed	1059	The Rouse Company Operating Partnership LP	Creditor: Qwest Corporation Attn Jane Frey 1801 California St Rm 900 Denver, CO 80202-2658	\$0.00	\$0.00	\$0.00	\$110.25	\$110.25
Filed On:	7/31/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2080	General Growth Properties, Inc.	Creditor: R J B SYSTEMS TECHNOLOGY 6000 S EASTERN STE 14A LAS VEGAS, NV 89119	\$0.00	\$0.00	\$0.00	\$44,904.32	\$44,904.32
Filed On:	10/20/2009							
Claim To Be Disallowed	2166	General Growth Properties, Inc.	Creditor: Ramsey Bridgforth Harrelson and Starling LLP Ms Rosalind M Mouser 501 Main St PO Box 8509 Pine Bluff, AR 71611-8509	\$0.00	\$0.00	\$0.00	\$4,035.40	\$4,035.40
Filed On:	10/26/2009							
Claim To Be Disallowed	1491	General Growth Properties, Inc.	Creditor: Redmond Schwartz Mark Design Richard S Price II Attorney At Law 1235 N Harbor Blvd Ste 200 Fullerton, CA 92835	\$0.00	\$0.00	\$0.00	\$29,050.00	\$29,050.00
Filed On:	9/22/2009							
Claim To Be Disallowed	7904	General Growth Properties, Inc.	Creditor: REINHART GROUNDS MAINTENANCE INC 10051 MCCUE DR BLOOMINGTON, IL 61705	\$0.00	\$0.00	\$0.00	\$334.69	\$334.69
Filed On:	11/12/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2969	General Growth Properties, Inc.	Creditor: RETAIL AIR SYSTEMS 9006 E BRAINERD RD CHATTANOOGA, TN 37421	\$0.00	\$0.00	\$0.00	\$171,355.00	\$171,355.00
Filed On:	11/5/2009							
Claim To Be Disallowed	304	Sooner Fashion Mall L.L.C.	Creditor: Retail Renovations Inc 7530 State Rd Wadsworth, OH 44281	\$0.00	\$0.00	\$1,648.44	\$0.00	\$1,648.44
Filed On:	6/1/2009							
Claim To Be Disallowed	6672	Birchwood Mall, LLC	Creditor: RETAIL STORE CONSTRUCTION INC 6939 MARINER DR RACINE, WI 53406	\$40,000.00	\$0.00	\$0.00	\$0.00	\$40,000.00
Filed On:	11/12/2009							
Claim To Be Disallowed	6676	Lansing Mall Limited Partnership	Creditor: RETAIL STORE CONSTRUCTION INC 6939 MARINER DR RACINE, WI 53406	\$82,860.90	\$0.00	\$0.00	\$0.00	\$82,860.90
Filed On:	11/12/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	150	General Growth Properties, Inc.	Creditor: RI Division of Taxation One Capitol Hill Providence, RI 02908	\$0.00	\$0.00	\$750.00	\$0.00	\$750.00
Filed On:	4/30/2009							
Claim To Be Disallowed	2722	Augusta Mall, LLC	Creditor: Richmond County Tax Commissioner Officer 530 Greene St Rm 117 Augusta, GA 30901	\$0.00	\$0.00	\$546,472.92	\$0.00	\$546,472.92
Filed On:	10/22/2009							
Claim To Be Disallowed	906	General Growth Properties, Inc.	Creditor: RJB ELECTRIC 9042 MEADOW HEIGHTS RD RANDALLSTOWN, MD 21133	\$0.00	\$0.00	\$0.00	\$21,979.00	\$21,979.00
Filed On:	6/30/2009							
Claim To Be Disallowed	325	Coronado Center L.L.C.	Creditor: Rocky Mountain Roofing Company 2114 Claremont NE Albuquerque, NM 87107	\$0.00	\$0.00	\$0.00	\$2,089.00	\$2,089.00
Filed On:	5/27/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2434	Bakersfield Mall LLC	Creditor: ROGER MCINTOSH & ASSOCIATES C/O DAVID POTTER 4800 EASTON DR STE 114 BAKERSFIELD, CA 93309-9424	\$30,485.98	\$0.00	\$0.00	\$0.00	\$30,485.98
	Filed On:	10/29/2009						
Claim To Be Disallowed	2701	General Growth Properties, Inc.	Creditor: ROSENSHEIN ASSOCIATES 555 SOUTH BARRY AVE MAMARONECK, NY 10543	\$0.00	\$0.00	\$0.00	\$16,867.13	\$16,867.13
	Filed On:	11/3/2009						
Claim To Be Disallowed	2495	Vista Commons, LLC	Creditor: RUSSELL SIGLER INC DBA SIGLER C/O SHAWN L MORRIS WOODBURY MORRIS & BROWN 701 N GREEN VALLEY PKWY STE 110 HENDERSON, NV 89074	\$0.00	\$0.00	\$0.00	\$26,781.27	\$26,781.27
	Filed On:	10/30/2009						
Claim To Be Disallowed	7705	General Growth Properties, Inc.	Creditor: SAN FRANCISCO SOUND WAVE 30 STANLEY RD BURLINGAME, CA 94010	\$0.00	\$0.00	\$0.00	\$250.00	\$250.00
	Filed On:	11/12/2009						

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2101	General Growth Properties, Inc.	Creditor: SERVICE LIGHTING 11621 95TH AVE N MAPLE GROVE, MN 55369	\$0.00	\$0.00	\$0.00	\$440.17	\$440.17
Filed On:	10/23/2009							
Claim To Be Disallowed	1067	General Growth Properties, Inc.	Creditor: Sewerage and Water Board of NO Credit and Collections Dept 625 St Joseph St Rm 136 New Orleans, LA 70165-6500	\$0.00	\$0.00	\$0.00	\$6,460.56	\$6,460.56
Filed On:	7/27/2009							
Claim To Be Disallowed	1216	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$0.00	\$0.00	\$0.00	\$719.98	\$719.98
Filed On:	8/4/2009							
Claim To Be Disallowed	1230	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$249,870.34	\$0.00	\$0.00	\$0.00	\$249,870.34
Filed On:	8/4/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1232	Southland Mall, L.P.	Creditor: Shelby County Trustee PO Box 2751 Memphis, TN 38101-2751	\$719.98	\$0.00	\$0.00	\$0.00	\$719.98
Filed On:	8/4/2009							
Claim To Be Disallowed	347	Southland Mall, L.P.	Creditor: Shelby County Trustee Bankruptcy Collections Dept PO Box 2751 Memphis, TN 38101-2751	\$1,477.43	\$0.00	\$0.00	\$0.00	\$1,477.43
Filed On:	6/1/2009							
Claim To Be Disallowed	778	General Growth Properties, Inc.	Creditor: Shrader and Martinez Construction Inc 160 Dry Creek Rd Sedona, AZ 86336	\$0.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Filed On:	7/13/2009							
Claim To Be Disallowed	1641	GGP Limited Partnership	Creditor: Sierra Liquidity Fund LLC Assignee & Att In Fact for Olympic Maintenance Inc Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$1,060.00	\$1,060.00
Filed On:	10/9/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	2468	Piedmont Mall, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney In Fact for Dunford Roofing Inc Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$1,520.00	\$1,520.00
Filed On:	10/29/2009							
Claim To Be Disallowed	1406	Mall of the Bluffs, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney in Fact for Iowa Electric Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$0.00	\$0.00	\$130.27	\$130.27
Filed On:	9/18/2009							
Claim To Be Disallowed	1407	Mall of the Bluffs, LLC	Creditor: Sierra Liquidity Fund LLC Assignee & Attorney in Fact for Iowa Electric Assignor Sierra Liquidity Fund LLC 2699 White Rd Ste 255 Irvine, CA 92614	\$0.00	\$53.48	\$0.00	\$0.00	\$53.48
Filed On:	9/18/2009							
Claim To Be Disallowed	2005	General Growth Properties, Inc.	Creditor: SNIDERS CYCLERY 2700 UNION AVE BAKERSFIELD, CA 93305	\$0.00	\$0.00	\$0.00	\$215.86	\$215.86
Filed On:	10/21/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	726	General Growth Properties, Inc.	Creditor: Snohomish County Treasurer* Attn Bankruptcy Officer 3000 Rockefeller Ave M/S 501 Everett, WA 98201-4060	\$538,799.78	\$0.00	\$0.00	\$0.00	\$538,799.78
Filed On:	5/26/2009							
Claim To Be Disallowed	1061	General Growth Properties, Inc.	Creditor: SOUTHERN ARIZONA ATTRACTIONS ALLIANCE PO BOX 57130 TUCSON, AZ 85732-7130	\$0.00	\$0.00	\$0.00	\$1,600.00	\$1,600.00
Filed On:	7/31/2009							
Claim To Be Disallowed	184	General Growth Properties, Inc.	Creditor: SOUTHWIND ELECTRIC INC 3001 EASTERN BLVD MIDDLE RIVER, MD 21220	\$0.00	\$0.00	\$0.00	\$160.00	\$160.00
Filed On:	5/11/2009							
Claim To Be Disallowed	2344	General Growth Properties, Inc.	Creditor: SPECTRUM WIRELESS LLC 3475 W LAKE MEAD BLVD STE 105 LAS VEGAS, NV 89032	\$0.00	\$0.00	\$428,476.46	\$0.00	\$428,476.46
Filed On:	10/28/2009							

*A portion of this claim is Unliquidated.

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	1047	GGP Limited Partnership	Creditor: State of Alabama Department of Revenue Legal Division PO Box 320001 Montgomery, AL 36132-0001	\$0.00	\$0.00	\$33,303.29	\$0.00	\$33,303.29
	Filed On:	7/20/2009						
Claim To Be Disallowed	1956	GGP Limited Partnership	Creditor: State of Iowa Attn Bankruptcy Unit Iowa Department of Revenue PO Box 10471 Des Moines, IA 50306	\$0.00	\$0.00	\$4,790.53	\$0.00	\$4,790.53
	Filed On:	10/22/2009						
Claim To Be Disallowed	2647	General Growth Properties, Inc.	Creditor: State of Louisiana Louisiana Department of Revenue 617 N Third St PO Box 66658 Baton Rouge, LA 70896	\$0.00	\$1,812.97	\$0.00	\$0.00	\$1,812.97
	Filed On:	10/30/2009						
Claim To Be Disallowed	2273	Westwood Mall, LLC	Creditor: State of Michigan Department of Treasury Michael A Cox Cadillac Pl Ste 10 200 3030 W Grand Blvd Detroit, MI 48202	\$0.00	\$665.09	\$0.00	\$0.00	\$665.09
	Filed On:	10/26/2009						

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	9451	General Growth Properties, Inc.	Creditor: State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	\$0.00	\$0.00	\$259,476.46	\$0.00	\$259,476.46
	Filed On:	1/28/2010						
Claim To Be Disallowed	242	Park Mall L.L.C.	Creditor: STRONGPOINT LLC 48 N TUCSON BLVD STE 106 TUCSON, AZ 85716	\$0.00	\$0.00	\$0.00	\$3,064.27	\$3,064.27
	Filed On:	5/15/2009						
Claim To Be Disallowed	241	GGP-Tucson Mall L.L.C.	Creditor: STRONGPOINT LLC 48 N TUCSON BLVD STE 106 TUCSON, AZ 85716	\$0.00	\$0.00	\$0.00	\$6,737.13	\$6,737.13
	Filed On:	5/15/2009						
Claim To Be Disallowed	3565	Columbia Mall L.L.C.	Creditor: SweepRite Services Inc Curtis C Coon Coon & Cole LLC 401 Washington Ave Ste 501 Towson, MD 21204	\$0.00	\$0.00	\$0.00	\$14,200.00	\$14,200.00
	Filed On:	11/9/2009						

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	8873	General Growth Properties, Inc.	Creditor: Sylvania Lighting Services Nancy Piergentili 100 Endicott St Danvers, MA 01923	\$0.00	\$0.00	\$0.00	\$1,447.96	\$1,447.96
Filed On:	11/6/2009							
Claim To Be Disallowed	254	General Growth Properties, Inc.	Creditor: T MOBILE USA INC PO BOX 53410 BELLEVUE, WA 98015	\$0.00	\$0.00	\$0.00	\$157.21	\$157.21
Filed On:	6/1/2009							
Claim To Be Disallowed	221	General Growth Properties, Inc.	Creditor: T MOBILE USA INC PO BOX 53410 BELLEVUE, WA 98015	\$0.00	\$0.00	\$0.00	\$369.21	\$369.21
Filed On:	5/7/2009							
Claim To Be Disallowed	623	General Growth Properties, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$13,048.47	\$0.00	\$13,048.47
Filed On:	6/4/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	621	Northgate Mall L.L.C.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$44,825.48	\$0.00	\$44,825.48
Filed On:	6/4/2009							
Claim To Be Disallowed	656	GGP Holding, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$322.08	\$0.00	\$322.08
Filed On:	6/4/2009							
Claim To Be Disallowed	655	Chattanooga Mall, Inc.	Creditor: Tennessee Department of Revenue c o Attorney General PO Box 20207 Nashville, TN 37202-0207	\$0.00	\$0.00	\$322.08	\$0.00	\$322.08
Filed On:	6/4/2009							
Claim To Be Disallowed	2726	Columbia Mall L.L.C.	Creditor: THE JAM ROOM 201 S PROSPECT ST COLUMBIA, SC 29205	\$0.00	\$0.00	\$0.00	\$350.00	\$350.00
Filed On:	11/3/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	7626	General Growth Properties, Inc.	Creditor: THE MICHAEL GROUP INC 8888 KEYSTONE CROSSING STE 1300 INDIANAPOLIS, IN 46240-4600	\$0.00	\$0.00	\$0.00	\$115.96	\$115.96
Filed On:	11/12/2009							
Claim To Be Disallowed	9181	Bakersfield Mall, Inc.	Creditor: The Whiting Turner Contracting Company Jack S Kannry Esq Warshaw Burstein Cohen Schlesinger & Kuh LLP 555 Fifth Ave New York, NY 10017	\$1,015,792.00	\$0.00	\$0.00	\$0.00	\$1,015,792.00
Filed On:	11/23/2009							
Claim To Be Disallowed	3024	General Growth Properties, Inc.	Creditor: Utah County Treasurer Kent O Willis Deputy County Attorney 100 E Center Ste 2100 Provo, UT 84606	\$568,596.48	\$0.00	\$0.00	\$0.00	\$568,596.48
Filed On:	11/5/2009							
Claim To Be Disallowed	7216	White Marsh Mall Associates	Creditor: VANESSA JACKSON 5613 PIONEER DR BALTIMORE, MD 21214	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00
Filed On:	11/13/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	3371	General Growth Properties, Inc.	Creditor: VOLK ELECTRIC BRIAN GREY 969 OLD MINNESOTA AVE ST PETER , MN 56082	\$0.00	\$0.00	\$0.00	\$4,545.00	\$4,545.00
Filed On:	11/9/2009							
Claim To Be Disallowed	252	Bellis Fair Partners	Creditor: Washington State Department of Revenue Attn Gary Witzel 2101 4th Ave Ste 1400 Seattle, WA 98121-2300	\$0.00	\$0.00	\$297.56	\$0.00	\$297.56
Filed On:	6/2/2009							
Claim To Be Disallowed	587	General Growth Properties, Inc.	Creditor: Waste Industries c o RMS Bankruptcy Recovery Services PO Box 5126 Timonium, MD 21094	\$0.00	\$0.00	\$0.00	\$2,318.00	\$2,318.00
Filed On:	6/29/2009							
Claim To Be Disallowed	8821	La Place Shopping, L.P.	Creditor: WAYNE L JONES SHERIFF & TAX COLLECTOR ST JOHN THE BAPTIST PARISH PO BOX 1600 LA PLACE, LA 70069-1600	\$0.00	\$0.00	\$56,555.25	\$0.00	\$56,555.25
Filed On:	11/12/2009							

Exhibit 2

Books and Records Claims

Debtors' grounds for objection to claims for which there is no basis in Debtors' books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	3069	General Growth Properties, Inc.	Creditor: WELLS JAWORSKI LIEBMAN & PATON LLP 12 RTE 17 N PARAMUS, NJ 07653-1827	\$0.00	\$0.00	\$0.00	\$9,686.20	\$9,686.20
Filed On:	11/6/2009							
Claim To Be Disallowed	526	PDC Community Centers L.L.C.	Creditor: Western Construction Services Inc James N Miner 4612 NE Minnehaha St Vancouver, WA 98661	\$8,541.00	\$0.00	\$0.00	\$0.00	\$8,541.00
Filed On:	6/15/2009							
Claim To Be Disallowed	2236	GGP Limited Partnership	Creditor: Wisconsin Department of Revenue Special Procedures Unit PO Box 8901 Madison, WI 53708-8901	\$0.00	\$0.00	\$107,077.32	\$114.99	\$107,192.31
Filed On:	10/19/2009							
Claim To Be Disallowed	330	General Growth Properties, Inc.	Creditor: Wright Brothers The Building Company PO Box 637 Eagle, ID 83616	\$5,330.10	\$0.00	\$0.00	\$0.00	\$5,330.10
Filed On:	5/27/2009							

Exhibit 2
Books and Records Claims

Debtors’ grounds for objection to claims for which there is no basis in Debtors’ books and records are described in detail on pages 4 and 5 of the Tenth Omnibus Objection.

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	9343	Greengate Mall, Inc.	Creditor: Yellow Book Sales & Distribution Inc c o RMS Bankruptcy Recovery Services HB PO Box 5126 Timonium, MD 21094	\$0.00	\$0.00	\$0.00	\$1,232.00	\$1,232.00
	Filed On:	12/16/2009						
Claim To Be Disallowed	2205	General Growth Properties, Inc.	Creditor: ZONING SOLUTIONS LLC 8133 LEESBURG PIKE STE 310 VIENNA, VA 22182	\$0.00	\$0.00	\$0.00	\$1,717.43	\$1,717.43
	Filed On:	10/26/2009						
Claims To Be Disallowed Totals			86	\$3,736,724.15	\$102,531.54	\$1,507,537.50	\$968,700.01	\$6,315,493.20

*A portion of this claim is Unliquidated.